

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF MASSACHUSETTS

CIVIL ACTION NO. 03-12556-WGY
Dated: January 29, 2004

FORD MOTOR CREDIT COMPANY,)
d/b/a PRIMUS FINANCIAL SERVICES and)
AMERICAN SUZUKI AUTOMOTIVE CREDIT,)
Plaintiff)
GREAT ATLANTIC INTERNATIONAL, INC.,)
and)
CAR CENTER USA, INC.,)
Defendants)

AFFIDAVIT OF
GREGORY C. SMITH

I, Gregory C. Smith, do depose and say that:

1. I am Chairman and Chief Executive Officer of Ford Motor Credit Company ("Ford Credit") North America, located in Dearborn, Michigan. This declaration is made in support of Ford Credit's motion to quash a subpoena addressed to me as a trial witness in the above-referenced action. I have personal knowledge of the statements in this Affidavit.
2. The subpoena in issue was not delivered to me but was left at the Primus subdivisional branch office of Ford Credit at 25 Braintree Office Park, Braintree, Massachusetts.
3. As Chairman and Chief Executive Officer of Ford Credit, I oversee Ford Credit's operations worldwide.
4. I do not manage the day-to-day operations of Ford Credit's regional or branch offices or those of its subsidiaries such as Primus Financial Services and American Suzuki Automotive Credit. That responsibility is vested in other employees of Ford Credit, who could testify from personal knowledge regarding their activities.

5. I understand that Ford Credit, as the plaintiff in this action, seeks to foreclose its floorplan financing relationship with the defendant dealers and that the defendants have contested the propriety of Ford Credit's conduct related to such foreclosure.

6. I understand that it is my obligation personally to participate in litigation involving Ford Credit when I possess unique knowledge of relevant facts that cannot be obtained from other individuals. I believe that it would significantly disrupt the performance of my responsibilities to attend the trial in this lawsuit or in any other lawsuit when I do not possess unique, personal knowledge or relevant facts.

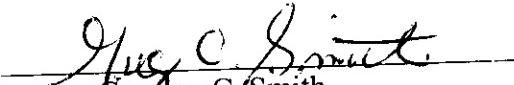
7. I have no knowledge of Ford Credit's transactions with the dealer defendants in this action.

8. I had no role in negotiating or supervising the financing relationship between Ford Credit and the defendant dealers.

9. I believe that other Ford Credit employees, whose responsibilities are more closely focused on the day-to-day operations of Ford Credit's branch office in Braintree, Massachusetts, could testify from an operations perspective above the issues in this action.

10. I further understand that the conduct of Ford Credit in its relationship with the defendant dealers is within the unique knowledge of John V. Carolan, the regional general manager at the Braintree, Massachusetts branch office of Ford Credit; that the defendants have conducted a deposition of Mr. Carolan; that Ford Credit intends to call Mr. Carolan as a trial witness; and that the defendants have already served him with a subpoena to testify at trial.

Signed and sworn to under the pains and penalties of perjury this 28 day of January, 2004.



Gregory C. Smith

Executed at: DEARBORN, MI